

DEWEY & LeBOEUF LLP
1301 Avenue of the Americas
New York, New York 10019
(212) 259-8000
Martin J. Bienenstock, Esq.
Irena Goldstein, Esq.

FLASTER GREENBERG
1628 John F. Kennedy Blvd.
Philadelphia, Pennsylvania 19103
(215) 279-9393
Eugene J. Chikowski, Esq.
Greg T. Kupniewski, Esq.

Co-Attorneys for American Express Travel Related
Services Company, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC.,
et al.

Debtors.

Chapter 11

Case No. 08-13555 (JMP)
(Jointly Administered)

BARCLAYS CAPITAL INC.

Movant,

v.

AMERICAN EXPRESS TRAVEL RELATED
SERVICES COMPANY,

Respondent.

**AFFIDAVIT OF STEPHANIE DEIHL
IN SUPPORT OF OBJECTION OF AMERICAN EXPRESS TRAVEL RELATED
SERVICES COMPANY, INC. TO MOTION OF BARCLAYS CAPITAL INC.
FOR RELIEF CONCERNING AMERICAN EXPRESS CONTRACTS
LISTED AS CLOSING DATE CONTRACTS
AND REQUEST FOR INTEREST, FEES AND EXPENSES**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

Stephanie Deihl, being duly sworn, deposes and says:

1. I am a Director of Global Client Group of American Express Travel Related Services Company, Inc. ("AmEx"). I make this affidavit based upon my personal knowledge and my review of the books and records of AmEx, except as otherwise indicated. I am authorized to make this affidavit on behalf of AmEx.

2. Prior to September 15, 2008, Lehman Brothers, Inc. ("LBI", and together with Lehman Brothers Holding Inc. "LBHI," and other LBHI affiliates "Lehman") entered into a Business Travel Services Agreement with American Express Travel Related Services Company, Inc. effective as of September 1, 2000 (as amended from time to time, the "AmEx Travel Contract").

3. Pursuant to the AmEx Travel Contract, AmEx made available to Lehman, on an exclusive and global basis, the services of certain travel agents ("Lehman Dedicated Agents") located in Omaha, Nebraska. As of September 1, 2008, there were 48 Lehman Dedicated Agents. On a monthly basis, Lehman reimbursed AmEx for the salaries and benefits of, and the overhead costs relating to, the Lehman Dedicated Agents and paid a management fee under the AmEx Travel Contract. After October 1, 2008, we reduced the number of Lehman Dedicated Agents to five, and are able to re-engage the services of the remaining Lehman Dedicated Agents if the Court does not allow Barclays to repudiate the AmEx Travel Contract.

4. I participated often on conference calls, held on a mostly weekly basis, with Lehman personnel over the past two and one-half years, to discuss the services provided by AmEx to Lehman under such Contract. On September 17, 2008, I participated on one such call

with Leslie Bernauer and Scott Morcaldi of Lehman. During the September 17 call, I advised Ms. Bernauer and Mr. Morcaldi that AmEx would continue to provide services to certain "Rev-Coded" individuals (Lehman "VIPs," 11 of whom are located in the US) and would assist all other Lehman personnel who were traveling and needed assistance getting home, but needed a corporate form of payment to provide more services.

5. I further advised Ms. Bernauer and Mr. Morcaldi that AmEx was retaining the services of the Lehman Dedicated Agents, so that it could provide full services under the AmEx Travel Contract. I asked Ms. Bernauer and Mr. Morcaldi to describe the assets being sold to Barclays Capital Inc. ("Barclays"), but neither knew the answer. Finally, I advised Ms. Bernauer and Mr. Morcaldi that AmEx was and remained ready, willing and able to serve Lehman as long as Lehman provided a valid business travel account or other form of corporate payment.

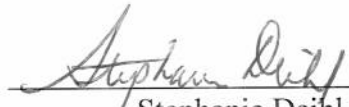
6. After the sale to Barclays was consummated, I attended a meeting during which Susan Altman, Director of Business Development, Global Sales of AmEx, conveyed a proposal to Barclays for AmEx to provide services to Barclays and fold in the AmEx Travel Contract.

7. On October 2, 2008, Susan Altman was advised by Mr. Joseph Terry of Barclays that Barclays would not accept AmEx's combined offer, would not honor the AmEx Contracts, and would be retaining the services of a different company.

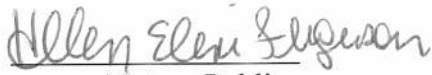
8. The October 2, 2008 conversation was the first time that Susan and I were informed by any Lehman or Barclays personnel that Barclays was repudiating the assignment to it of the AmEx Travel Contract. If, at any time, AmEx had been advised by Lehman or Barclays that Barclays was not taking assignment of the AmEx Travel Contract and that the AmEx Travel

Contract was to be rejected, AmEx would not have, among other things, been maintaining a large team of employees and other services to serve the Lehman businesses transferred to Barclays.

9. As of September 30, 2008, Lehman owed AmEx approximately \$665,895, \$77,538 of which was incurred after September 22, 2008, on account of the AmEx Travel Contract.


Stephanie Deihl

Sworn to before me this
27th day of October, 2008


Notary Public

HELEN ELENI FERGUSON
Notary Public, State of New York
No. 01FE6046805
Qualified in Orange County
Commission Expires August 21, 20 10